

RECORDATION No. 17121- H, E, J
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

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OF COUNSEL
URBAN A. LESTER

APR 3 3 54 AM '97

April 2, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C. 20423

Dear Mr. Williams.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of each of the following secondary documents: (1) Lease Supplement No. 4, dated as of December 9, 1996, (2) Supplement No. 3 to Security Agreement, dated December 9, 1996, and (3) Bill of Sale and Partial Release, dated March 17, 1997.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 90-2) and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17121.

The names and addresses of the parties to the enclosed documents are

Lease Supplement No. 4

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

Counter Parts - Betty Ann

Mr Vernon A. Williams
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Supplement No 3 to Security Agreement
and Bill of Sale and Partial Release

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Security Trustee: Harris Trust and Savings Bank
PO Box 755
Chicago, Illinois 60690

A description of the railroad equipment covered by the enclosed documents is.

railcars designated as GACX 73417 and GATX 03816 are deleted from,
and railcars GACX 73620 and GATX 23310 are added to, the Lease and
Security Agreement.

Also enclosed is a check in the amount of \$72 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

RECORDATION No. 17121-3

RECEIVED
SURFACE TRANSPORTATION
BOARD

Bill of Sale and Partial Release

APR 3 8 54 AM '97

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 73417 and GATX 03816 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated. The Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.

Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units is no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated ^{MARCH} ~~December~~ 17, 199~~6~~⁷

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

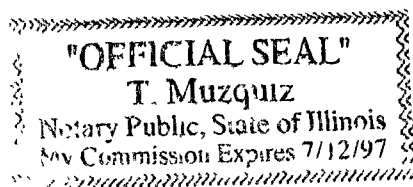
By: [Signature]
Title: Financial Services Officer

Harris Trust and Savings Bank,
as Security Trustee

By: [Signature]
Title: _____

State of Illinois)
) SS:
County of Cook)

On the 23rd day of December, 1996, before me personally appeared R. FOLTZ, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of The Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

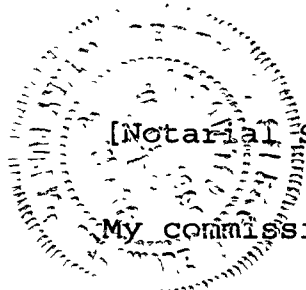


[Notarial Seal]

My commission expires: 7-12-97

State of Delaware)
) SS:
County of New Castle)

On the 17 day of March, 1997, before me personally appeared ROSELINE K. MANEY, to me known, who being by me duly sworn, says that (s)he is a Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires:

Betty A. Sieracki
Notary Public

BETTY A. SIERACKI
NOTARY PUBLIC
My commissio expires August